

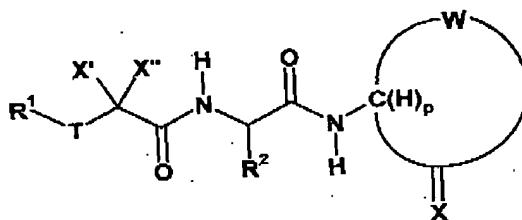
Serial No. 10/733,877

Amendments to the Claims

Claims 1-90 (canceled)

Claims 91-118 (canceled)

Claim 119 (new): A compound of Formula I:



I

wherein:

$R^1$  is  $C_1$ - $C_6$  alkyl;  $C_2$ - $C_{10}$  alkenyl;  $C_3$ - $C_{12}$  cycloalkyl;  $C_4$ - $C_8$  cycloalkenyl;  $C_1$ - $C_6$  alkyl substituted with 1 to 3 substituents selected from the group consisting of  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_6$  cycloalkyl,  $(C_1$ - $C_6$  alkyl)- $C(O)$ -, benzoyl optionally substituted in the phenyl ring with 1 to 3 substituents selected from halo,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, trihaloalkyl, and phenyl, acylamino selected from  $-C(O)NH_2$ ,  $-C(O)NH$ -(phenyl optionally substituted with halo or  $C_1$ - $C_6$  alkyl),  $-C(O)NH$ -( $C_1$ - $C_6$  alkyl),  $-C(O)NH$ -(diphenylmethyl), and  $-C(O)N(C_1$ - $C_6$  alkyl) $_2$ , carboxymethyl, aminoacyl selected from  $(C_1$ - $C_6$  alkyl)- $C(O)NH$ - and  $(phenyl)-C(O)NH$ -, halo,  $C_1$ - $C_6$  thioalkoxy, benzylthioalkoxy, phenyl optionally substituted with 1 to 3 substituents selected from hydroxy,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halo, and nitro, thienyl, 3,4-methylenedioxyphenyl, phenoxy optionally substituted with 1 to 3 halo substituents, oximino, and  $-SO_2$ -phenyl;  $C_2$ - $C_{10}$  alkenyl substituted with 1 to 3 substituents selected from phenyl; aryl selected from phenyl, naphthyl, and phenyl substituted with 1 to 3 substituents selected from the group consisting of  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halo, nitro, trihalomethyl, hydroxy, and phenoxy; heteroaryl selected from thienyl, 3,4-methylenedioxyphenyl, benzothienyl, and benzofuryl optionally substituted with  $C_1$ - $C_6$  alkyl; or indanyl;

$R^2$  is  $C_1$ - $C_6$  alkyl;  $C_1$ - $C_6$  alkyl substituted with 1 to 3 substituents selected from the group consisting of  $C_3$ - $C_6$  cycloalkyl, halo, hydroxy, and  $C_1$ - $C_6$  thioalkoxy;  $C_3$ - $C_6$  cycloalkyl; phenyl; phenyl substituted with 1-3 substituents selected from the group consisting of  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkoxy, halo, cyano, nitro, trihalomethyl, and  $C_1$ - $C_6$  thioalkoxy; or thienyl;

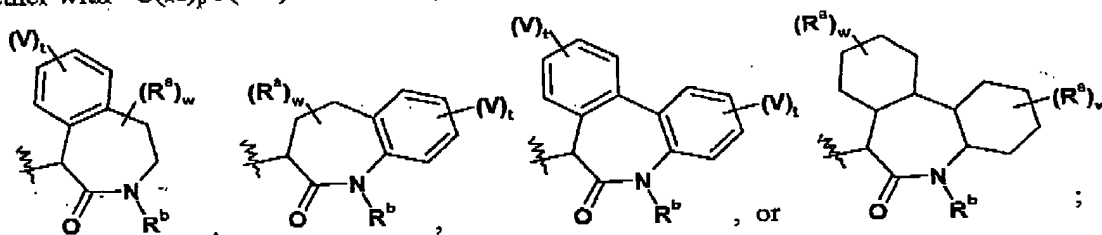
Serial No. 10/733,877

X' is hydrogen, hydroxy, or fluoro;

X'' is hydrogen, hydroxy, or fluoro;

The cyclic group defined by W together with  $-C(H)_pC(=X)-$  forms a caprolactam fused to form a bi- or multi-fused ring system with one or more ring systems selected from the group consisting of cyclohexyl and phenyl which, in turn, each of such bi- or multi-fused ring systems are optionally substituted with 1 to 4 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl; C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, carboxyl,  $-C(O)-O-(C_1-C_6 \text{ alkyl})$ , halo, and phenyl; and halo.

Claim 120 (new): A compound of Claim 119 where the cyclic group defined by W together with  $-C(H)_pC(=X)-$  forms a caprolactam of formula:



wherein:

R<sup>a</sup> is independently at each occurrence C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub> alkyl substituted with phenyl;

w is 0-2;

V is halo;

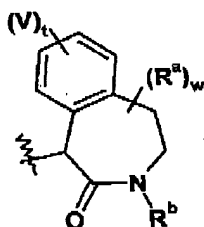
t is 0 or 1;

R<sup>b</sup> is hydrogen; C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, carboxyl,  $-C(O)-O-(C_1-C_6 \text{ alkyl})$ , halo, and phenyl.

Claim 121 (new): A compound of Claim 120 where T is a bond.

Claim 122 (new): A compound of Claim 121 where the cyclic group defined by W together with  $-C(H)_pC(=X)-$  forms a caprolactam of formula:

Serial No. 10/733,877



wherein:

$R^a$  is independently at each occurrence  $C_1$ - $C_6$  alkyl or  $C_1$ - $C_6$  alkyl substituted with phenyl;

$w$  is 0-2;

$V$  is halo;

$t$  is 0 or 1;

$R^b$  is hydrogen;  $C_1$ - $C_6$  alkyl or  $C_1$ - $C_6$  alkyl substituted with 1 to 3 substituents selected from the group consisting of  $C_1$ - $C_6$  alkoxy,  $C_3$ - $C_6$  cycloalkyl, carboxyl,  $-C(O)-O-(C_1-C_6 \text{ alkyl})$ , halo, and phenyl.

Claim 123 (new): A compound of Claim 122 where  $w$  and  $t$  are both 0.

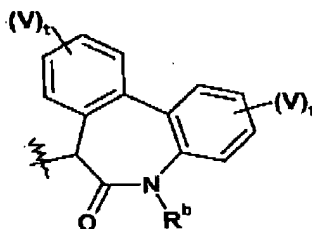
Claim 124 (new): A compound of Claim 123 where  $R^b$  is  $C_1$ - $C_6$  alkyl.

Claim 125 (new): A compound of Claim 124 where  $R^2$  is  $C_1$ - $C_6$  alkyl.

Claim 126 (new): A compound of Claim 125 where  $R^1$  is  $C_1$ - $C_6$  alkyl.

Claim 127 (new): A compound of Claim 126 where one of  $X'$  and  $X''$  is hydroxy and the other is hydrogen.

Claim 128 (new): A compound of Claim 120 where the cyclic group defined by  $W$  together with  $-C(H)_pC(=X)-$  forms a caprolactam of formula:



Serial No. 10/733,877

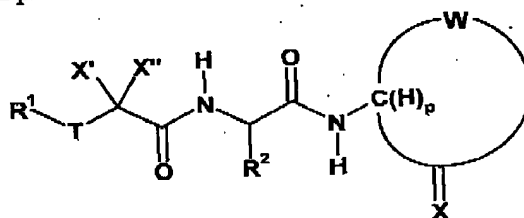
wherein:

V is halo;

t is 0 or 1;

R<sup>b</sup> is hydrogen; C<sub>1</sub>-C<sub>6</sub> alkyl; or C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, carboxyl, -C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl), halo, and phenyl.

Claim 129 (new): A pharmaceutical composition comprising a compound of Formula I:



I

wherein:

R<sup>1</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl; C<sub>2</sub>-C<sub>10</sub> alkenyl; C<sub>3</sub>-C<sub>12</sub> cycloalkyl; C<sub>4</sub>-C<sub>8</sub> cycloalkenyl; C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-, benzoyl optionally substituted in the phenyl ring with 1 to 3 substituents selected from halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, trihaloalkyl, and phenyl, acylamino selected from -C(O)NH<sub>2</sub>, -C(O)NH-(phenyl optionally substituted with halo or C<sub>1</sub>-C<sub>6</sub> alkyl), -C(O)NH-(C<sub>1</sub>-C<sub>6</sub> alkyl), -C(O)NH-(diphenylmethyl), and -C(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>, carboxymethyl, aminoacyl selected from (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)NH- and (phenyl)-C(O)NH-, halo, C<sub>1</sub>-C<sub>6</sub> thioalkoxy, benzylthioalkoxy, phenyl optionally substituted with 1 to 3 substituents selected from hydroxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halo, and nitro, thienyl, 3,4-methylenedioxyphenyl, phenoxy optionally substituted with 1 to 3 halo substituents, oximino, and -SO<sub>2</sub>-phenyl; C<sub>2</sub>-C<sub>10</sub> alkenyl substituted with 1 to 3 substituents selected from phenyl; aryl selected from phenyl, naphthyl, and phenyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halo, nitro, trihalomethyl, hydroxy, and phenoxy; heteroaryl selected from thienyl, 3,4-methylenedioxyphenyl, benzothienyl, and benzofuryl optionally substituted with C<sub>1</sub>-C<sub>6</sub> alkyl; or indanyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl; C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>3</sub>-C<sub>6</sub> cycloalkyl, halo, hydroxy, and C<sub>1</sub>-C<sub>6</sub> thioalkoxy; C<sub>3</sub>-C<sub>6</sub> cycloalkyl; phenyl;

Serial No. 10/733,877

phenyl substituted with 1-3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halo, cyano, nitro, trihalomethyl, and C<sub>1</sub>-C<sub>6</sub> thioalkoxy; or thienyl;

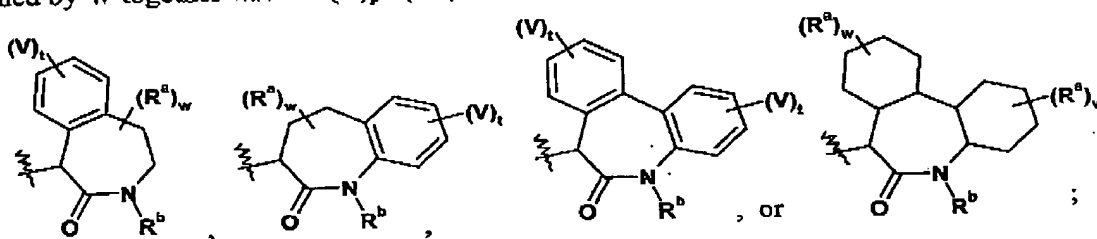
T is O, S, or a bond covalently connecting R<sup>1</sup> to -CX'X'', provided that when T is O or S then both X' and X'' are hydrogen;

X' is hydrogen, hydroxy, or fluoro;

X'' is hydrogen, hydroxy, or fluoro;

The cyclic group defined by W together with -C(H)<sub>p</sub>C(=X)- forms a caprolactam fused to form a bi- or multi-fused ring system with one or more ring systems selected from the group consisting of cyclohexyl and phenyl which, in turn, each of such bi- or multi-fused ring systems are optionally substituted with 1 to 4 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl; C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, carboxyl, -C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl), halo, and phenyl; and halo; and a pharmaceutically acceptable carrier.

Claim 130 (new): A pharmaceutical composition of Claim 129 where the cyclic group defined by W together with -C(H)<sub>p</sub>C(=X)- forms a caprolactam of formula:



wherein:

R<sup>a</sup> is independently at each occurrence C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub> alkyl substituted with phenyl;

w is 0-2;

V is halo;

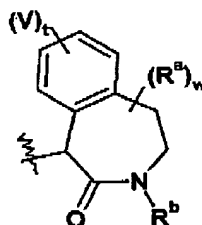
t is 0 or 1;

R<sup>b</sup> is hydrogen; C<sub>1</sub>-C<sub>6</sub> alkyl; or C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 1 to 3 substituents selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, carboxyl, -C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl), halo, and phenyl.

Claim 131 (new): A pharmaceutical composition of Claim 130 where T is a bond.

Serial No. 10/733,877

Claim 132 (new): A pharmaceutical composition of Claim 131 where the cyclic group defined by W together with  $-C(H)_pC(=X)-$  forms a caprolactam of formula:



wherein:

$R^a$  is independently at each occurrence  $C_1-C_6$  alkyl or  $C_1-C_6$  alkyl substituted with phenyl;

w is 0-2;

V is halo;

t is 0 or 1;

$R^b$  is hydrogen;  $C_1-C_6$  alkyl; or  $C_1-C_6$  alkyl substituted with 1 to 3 substituents selected from the group consisting of  $C_1-C_6$  alkoxy,  $C_3-C_6$  cycloalkyl, carboxyl,  $-C(O)-O-(C_1-C_6$  alkyl), halo, and phenyl.

Claim 133 (new): A pharmaceutical composition of Claim 132 where w and t are both 0.

Claim 134 (new): A pharmaceutical composition of Claim 133 where  $R^b$  is  $C_1-C_6$  alkyl.

Claim 135 (new): A pharmaceutical composition of Claim 134 where  $R^2$  is  $C_1-C_6$  alkyl.

Claim 136 (new): A pharmaceutical composition of Claim 135 where  $R^1$  is  $C_1-C_6$  alkyl.

Claim 137 (new): A pharmaceutical composition of Claim 136 where one of  $X'$  and  $X''$  is hydroxy and the other is hydrogen.